

DEC 28 '09

10-00 AM

Law Offices of

CHAPMAN AND CUTLER LLP

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Theodore S. Chapman
1877-1943Henry E. Cutler
1879-1959

SURFACE TRANSPORTATION BOARD

New York

Salt Lake City

San Francisco

December 23, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Partial Termination of Lease and Equipment Trust Agreement
Lease No. 38-B

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Partial Termination of Lease (No. 38-B), dated as of December 28, 2009, between The Bank of New York Mellon Trust Company, N.A., as lessor (the "Lessor"), and TTX Company, as lessee (the "Lessee").

The names and addresses of the parties to the enclosed document are as follows.

Lessee:	TTX Company 101 North Wacker Drive Chicago, Illinois 60606
Lessor:	The Bank of New York Mellon Trust Company, N.A. Chicago Corporate Trust Two North LaSalle Street, Suite 1020 Chicago, Illinois 60602

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 322 Railcars as more specifically described in Exhibit A attached hereto

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CHAPMAN AND CUTLER LLP

A short summary of the document to appear in the index follows:

Partial Termination of Lease (No. 38-B).

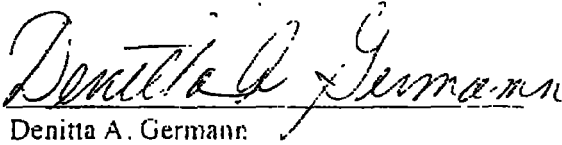
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3724.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Denitta A. Germann

DAG/meg
Enclosures

**EXHIBIT A
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Four-unit drawbar double stack well car - DTTX	THRALL	25316 - 25328 25330 - 25333 25351 - 25354	21
Three-unit drawbar double stack well car - DTTX	THRALL	25286 - 25293	8
Three-unit drawbar double stack well car - DTTX	THRALL	25389 - 25401 25403 25405 - 25407 25409 - 25418	27
Single unit double stack well car - DTTX	THRALL	54605 - 54611 54613 - 54653 54655 - 54659 54697	54
		54746 - 54772 54774 - 54791 54889 - 54897 54899 - 54901 54903 - 54906 54908 - 54910 54912 - 54930	83
Five-unit articulated double stack well car - DTTX	GUNDERSON	75571 - 75605 75666 - 75678 75680 - 75701	70
Five-unit articulated double stack well car - DTTX	GUNDERSON	75742 - 75748 75750 - 75755 75757	14
Five-unit articulated double stack well car - DTTX	THRALL	720118 720119 720127 720130 720131 720133	6
Five-unit articulated double stack well car - DTTX	THRALL	720163 - 720185	23
TOTAL PURCHASED			<u>306</u>

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
CASUALTIED RAILCARS			
Four-unit drawbar double stack well car - DTTX	THRALL	25329	1
Three-unit drawbar double stack well car - DTTX	THRALL	25402 25404 25408	3
Single unit double stack well car - DTTX	THRALL	54612 54654 54773 54898 54902 54907 54911	7
Five-unit articulated double stack well car - DTTX	GUNDERSON	75679 75749 75756	3
Five-unit articulated double stack well car - DTTX	THRALL	720123 720132	<u>2</u>
TOTAL CASUALTIED			<u>16</u>
TOTAL ALL RAILCARS			<u>322</u>

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SURFACE TRANSPORTATION BOARD

**PARTIAL TERMINATION OF LEASE
(STB)**


THIS PARTIAL TERMINATION OF LEASE (No. 38-B) is made and entered into as of December 28, 2009 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and TTX Company as Lessee ("*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 38-B), dated as of June 30, 1993 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18282 and supplements thereto were subsequently filed under Recordation Numbers 18282-A, 18282-B, 18282-C, and 18282-D.

2. The Lease, solely with respect to the railroad equipment set forth on Exhibit A attached hereto, is terminated effective as of the date hereof with respect to the railroad equipment set forth on Exhibit A attached hereto. The Lease shall otherwise remain in full force and effect as to all other Equipment (as defined in the Lease) covered by the Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual capacity,
but solely as Owner Trustee

By: _____
Title: Vice President

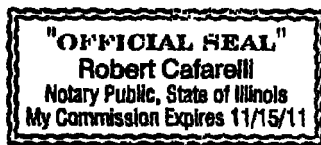
TTX COMPANY, as Lessee

By: _____
Title: _____

STATE OF Illinois)
) SS.:
COUNTY OF COOK)

On this, the 18th day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared J. Bartolini, who being by me duly sworn, says that she is a Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 18th, 2009 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

[Signature]
Name:
Notary Public
My Commission Expires:

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of TTX COMPANY, that said instrument was signed on December __, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual
capacity, but solely as Owner Trustee

By: _____
Title: _____

TTX COMPANY, as Lessee

By: Kathleen Savard
Name: Kathleen M. Savard
Title: Vice President and Chief Financial
Officer

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December __, 2009 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

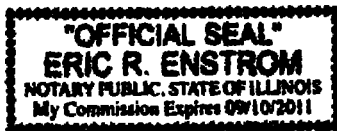
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 22nd day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared Kathleen M. Savard, who being by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX COMPANY, that said instrument was signed on December 22, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Eric R. Enstrom
Name: ERIC R. ENSTROM
Notary Public
My Commission Expires: 9/10/11
Residing in Illinois

**EXHIBIT A
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Five-unit articulated double stack well car - DTTX	THRALL	720123 720132	2
TOTAL CASUALTIED			16
TOTAL ALL RAILCARS			322

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/09



Robert W. Alvord